Exhibit B

FORM BIO (Off	icial Form 10) (12/03)		SE CONTRACTOR OF THE SECOND OF
UNITED STATE	ES BANKRUPTCY COURT FOR THE SOUTHER	N DISTRICT OF NEW YORK	DROOF OF OT A D
Name of Debtor	MOTIVE SYSTEMS LLC	Case Number	PROOF OF CLAIM
NOTE: This form	should not be used to make a claim for an administra	05-44640	_1
	Jacob To. Palition of the politicism with Expense wan	DETILED SUPERIORS IN THE COLUMNS	
Name of Creditor money or property	[1 IIC DCISON OF Other entity to whom the debtor owen	☐ Check box if you are aware that	† Receiv e d
UPG DE MEXIC	O, S. DE R.L. DE C.V.	anyone else has filed a proof of claim	
Name and address should be sent:		relating to your claim. Attach copy of statement giving particulars.	AUG () 9 2006
William Holbrook		☐ Check box if you have never	
Director of Finance United Plastics Gr	Sonnenchain Mach & Daniel &	received any notices from the	Kurtzman Carson
1420 Kensington I	Road - Ste. 209 8000 Sears Tower	bankruptcy court in this case.	Í
Oak Brook, IL 605 P: 630-706-5504	Chicago, IL 60606 P: 312.876.8000	X Check box if the address differs from the address on the envelope sent to	
F: 630-706-5510	F 312.876.7934	you by the court.	THIS SPACE IS FOR COURT USE ONLY
Account or other n	umber by which creditor identifies debtor:	Check here preplaces	I
		if this claim: 🛘 amends a p	reviously filed claim, dated:
1. Basis for Claim X Goods sold			
☐ Services per	formed	☐ Retiree benefits as defined in 11 U.S.C	. § 1114(a)
☐ Money loans		☐ Wages, salaries, and compensation (fill	out below)
i i	ry/wrongful death	Last four digits of SS#: Unpaid compensation for services perfo	ormed
□ Taxes	, ,	лот to	A THE STATE OF THE
Other:		(date) (date)	
2. Date debt was in	ncurred: Various (See attachment)		
	•	3. If court judgment, date obtained:	
4. Total Amount o	f Claim at Time Case Filed:	\$42,827.19	\$42,827.19
If all or part of yo	(unsecured) our claim is secured or entitled to priority, also comple	(secured) ste Item 5 or 7 below.	(priority) (Total)
☐ Check this box if	claim includes interest or other charges in addition to	the principal amount of the claim. Attach item	ized statement of all interest or additional
5. Secured Claim.			occionate of an interest of additional
X Check this b	ox if your claim is secured by collateral (including a	7. Unsecured Priority Claim.	
right of seto		☐ Check this box if you have an unsecured Amount entitled to priority \$	priority claim
	ption of Collateral:	Specify the priority of the claim:	
□ Real Est X Other	ate Motor Vehicle	Wages, salaries, or commissions (up to \$	64,650),* earned within 90 days before filing
		11 U.S.C. § 507(a)(3).	the debtor's business, whichever is earlier -
Value of Col	lateral: \$42,827.19	☐ Contributions to an employee benefit pla	n - 11 U.S.C. § 507(a)(4)
Amount of a	rrearage and other charges at time case filed	Up to \$2,100* of deposits toward purcha	SP IRRE OF THE ALL S
included in secure	d claim, if any: \$42,827.19	porsonal, rainity of modsenord lise - 11 U.	S.C. § 507(a)(6).
6. Unsecured Nonpo	riority Claim:	Alimony, maintenance, or support owed to 11 U.S.C. § 507(a)(7).	o a spouse, former spouse, or child –
or (o) your clain	(a) there is no collateral or lien securing your claim, a exceeds the value of the property securing it, or if	☐ Taxes or penalties owed to governmental	units - 11 II S C & SAT/-y/a
(c) none or only	part of your claim is entitled to priority.	 Other - Specify applicable paragraph of 1 	1 ILS C & 507(a)()
		Amounts are subject to adjustment on 4/1/	OA and even 3 more than a
Credits: The amo proof of claim.	unt of all payments on this claim has been credited an	to cases commenced on or after the date of deducted for the purpose of making this	j adjustment.
•			THIS SPACE IS FOR COURT USE ONLY
	ments: Attach copies of supporting documents, such a statements of running accounts, contracts, court judgm ion of lien. DO NOT SEND OF IGNAL DOCUMENT		MECELVEM
evidence of perfect explain. If the docu	ion of lien. DO NOT SEND ORIGINAL DOCUMEN aments are voluminous, attach a summary.	VTS. If the documents are not available,	
Date-Stamped Co	DDV: To receive an acknowledgment of the filing of	your claim or class a star 1 10 10	N JUL 3 2006 19/1
			D 11 JOL 3 1 2000
ate	Sign and print the name and title, if any, of the cred	itor or other person authorized to file this	TO THE STATE OF
7-25-06	A A A (A COMPANY OF MANY O		CLAIMS PROCESSING DENTER
1,42,00	MARK STRASZYNSKI	SECRETARY	USBC, SDNY

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:		§	Chapter 11
DELPHI LLC	AUTOMOTIVE SYST	EMS, §	Case No. 05-44640 (RDD)
	Debtor.	\$ \$	

ADDENDUM TO PROOF OF CLAIM OF UPG DE MEXICO, S. de R.L. de C.V.

UPG de Mexico, S. de R.L. de C.V. ("UPG Mexico") files this proof of claim (the "Proof of Claim") in support of its claim for payment in connection with certain goods sold to Delphi Automotive Systems, LLC ("Debtor") prior to the Debtor's bankruptcy filing in this Court and hereby submits this addendum in further support of its Proof of Claim. UPG Mexico holds a continuing interest in the goods (or alternatively, may be entitled to an administrative claim or replacement lien) pursuant to a reclamation demand delivered to the Debtors on October 13, 2005 (see Exhibit A), and as preserved through its Dissent to Statement of Reclamation with Regard to Claim No. 297 (see Exhibit B). Per Exhibit A, the aggregate amount owed to UPG Mexico by the Debtor is no less than \$42,827.19.

Due to the voluminous nature of the underlying documentary support, such support has not been attached to this Proof of Claim and is available upon written request to the Court, the Debtor, and any party in interest. Please submit all such requests to UPG Mexico's counsel per the following:

Monika J. Machen
Sonnenschein Nath & Rosenthal LLP
8000 Sears Tower
Chicago, Illinois 60606
Re: UPG/Delphi Proof of Claim

05-44481-rdd Doc 12271-2 Filed 01/18/08 Entered 01/18/08 15:33:14 Exhibit B Pg 4 of 26

Continuation of Addendum to Proof of Claim of UPG de Mexico, S. de R.L. de C.V.

FOR THE AVOIDANCE OF DOUBT, the Proof of Claim (including this Addendum) does not modify, alter, amend, override, impair or otherwise affect the validity of (i) the claim of UPG Mexico scheduled by the Debtor on its Schedules of Assets and Liabilities, Schedule F in the liquidated, non-contingent, and undisputed amount of \$136,482.92, (ii) the claim of United Plastics Group, Inc. scheduled by Delphi Connections System (Case No. 05-44624) on its Schedules of Assets and Liabilities, Schedule F in the liquidated, non-contingent, and undisputed amount of \$3,178.92; (iii) the general unsecured claim of United Plastics Group, Inc. filed in connection with its non-reclamation claim in the amount of \$358,909.35; and (iv) the secured proof of claim of United Plastics Group, Inc. filed in connection with its reclamation claim in the amount of \$46,538.80.

Exhibit A

October 13, 2005

Delphi Corporation 5725 Delphi Drive Troy, MI 48098-2815

Attn:

Mr. Robert S. Miller Chief Executive Officer

Mr. R. David Neison

Vice President Global Supply Management

Gentlemen:

United Plastics Group, Inc. for itself and for its subsidiary companies demands the return of all goods shipped to your company in good faith during the applicable reclamation period established by section 2-702 of the UCC and Section 546(c) of the Bankruptcy Code, including goods shipped under the invoice numbers on the dates indicated on the attached spreadsheets. Individual spreadsheets are attached for each of our three plant locations from which goods were shipped to Delphi and affiliated companies that are subject of the bankruptcy filing. Each spreadsheet is titled "Reclemation Claim Detail - Delphi". Each one of the three spreadsheets has a subtitle identifying which plant location that spreadsheet refers to. These are "United Plastics Group, Inc. -- Monterrey Plant", "United Plastics Group -- El Paso Plant and "United Plastics Group, Inc. -- Minneapolis Plant".

The attachments provide the details for the goods provided including a) the nature of the goods delivered; b) the quantity and dollar value of the goods; c) when the goods were delivered; d) where the goods were delivered; and e) invoice and PO numbers that specifically identify the goods in question. The aggregate value of all goods shipped during the reclamation period is \$89.363.99.

If you have any questions, please contact me at (630) 706-5515.

Sincerely yours,

Richard R. Harris

Chief Operating Officer United Plastics Group, Inc.

CC:

John William Butler, Jr., Esq., John K. Lyons, Esq., Allison Verderber Herrlott, Esq. Skadden, Arps, Slate, Meagher & Florn LLP

333 West Wacker Drive Chicago, IL 60608

Attachments

Reclamation Claim Detail - Delphi (United Plastics Group, Inc. -- El Paso plant)

•	Where Goods	Delivared Pa	3	FUE UPGET Passor	FOB UPGEI Paso R	FOB UPGEI Page ^{FE}	FOB UPG El Paro El	FOB UPGET Pass to	FOR LIPS EL Pass (5)	TO THE PARTY OF TH	FOR HPG H Page 13	FOB LIPG FI Para Co	FOR UPG EI Pan (#	FOB UPG EI Paso #	FOB UPG EI Page (#)	FOB UPG EI Paro (4)	FOB UPG El Paso (4)	FOB UPG H Page 69	FOB UPG EI Paso (4)	FOB UPGEI Page (4)	FOB UPGEI Passo (4	FOB UPGEIPasso	FOB UPGEI Page 14	FOB UPGEI Passo (4)	FOB UPG EI Passo 14	FOB UPGEI Paso H	FOB UPGEI Paso (#	FOB UPGEI Paso to	FOB UPG EI Passo #3	FOB UPG EI Paso (4)	FOB UPG EI Paso FP	FOB UPG EI Paso (#	VPG ⊟ Paso ^(c)	ш.	FOB UPG B Paro (4)	
•	Date Goods	nelwered	0/28/2005	5007m2m2	CONZEZIA	9/28/2005	92342005	9728/2005	972972005	9/28/2005	9/28/2005	972972005	9/28/2005	9/28/2005	9/29/2005	9/29/2005	9/28/2005	9/29/2005	9/30/2005	10/3/2005	10/5/2005	10/6/2005	9/30/2005	10/3/2005	10/5/2005	10/6/2005	9/30/2005	3/3/2005	70. 405	10/5/2.	9/30/2005	10/3/2005	10/4/2005	10/5/2005	9/30/2005	
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	Dollar Value Invoice# of Goods of Goods		\$547.40	\$547.40	\$203 42	2000	\$203.52 \$0.405.02	92,425.U0	\$2,182.50	\$186.90	\$479.56	\$719.34	\$584.00	\$1,071.00	\$836.80	\$241.20	\$1,593.27	,593.27	67.43 67.43	274	\$047.4	\$273.70 \$200 FB	\$203.5Z	\$277.36	#133.08	\$133,00 \$7 187 EN					4:00:30 4:00:00		_ •	•	•	
	Quantity of Goods		34,000	8,98	4.800	A SOL	+,0d6	10,000	000'6	000'/	009'	11,400		mn'c.	7,000		0,5	0,300	17,000	27,000	300°+	000 v	20,4	20400	2000	000	10.00	10,000	200	200	2007	14.000	2,000	2,000	22,800	
	Delphi Part Number and Nature of Goods Shipped (*)		Cap Delphi Part # 10473044	3p Delphi Pant # 10473044	Co	Coil Cov. Table Part # 10476719		4		2	Shiming Shield Delay of the control	Husing Delett bas 4 and Addition	Insulator Deloti Day 4 104 1400s	(nsulator Deluti Part # 10474092	Account to the Major County of the County of	Housing Daleki Part 44 647094	Housing Delay: Destatory	Can Deloki Bart # 102004	Can Deletif Par # 1047204	Cap Delphi Part # 10473044	Cap Delohi Part # 1047304	Coil Cover Delabi Part # 10476712	Coli Cover Defehi Part # 10476749	Coll Cover Delohi Part # 10476712	Coll Cover Delphi Part # 10476712	Modulating Transmission Valve Delphi Part # 10477162	Modulating Transmission Valve Delphi Part # 10477162	Modulating Transmission Valve Delohi Part # 10477162	Modulating Transmission Vaive Delphi Part # 10477162	Cover Delpiri Part#10494099	Cover Delphi Part # 10494099	Cover Deliviv Part# 10494099	Cover Delphi Part# 10484099	Cover Delphi Part # 10484099	Shipping Shield Delphi Part# †0492280	
VD:	Stripped UPG	i S S	28-0ep-05-	7		32 Cep-05	28-Sep-05	29-Sep-05	28-Sep-05	28-Sep-05	29-Sep-05	28-Sep-05	28-Sep-05	29-Sep-05	29-Sep-05	28-Sep-05	29-Sep-05	30-Sep-05	3-Oct-05	5-Oct-05	6-Oct-05	30-Sep-05	3-Oct-05	5-Oct-05	6-Oct-05	30-Sep-05	3-Cot-05	4-Oct-05	5-Oct-05	30-Sep-05	3-04-65	404-65	505-05 505-05	90 CH-UB	50-dep-05	

FOB UPG B Paso to FOB UPG B Pa	ering Co. which is a subsidiary of United Plastics Group, Inc. cs Coup Ved to a Nical Delphi hub in E! Paso after which they are Chihuahua, Marijoo
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Reclamation Claim Detail - Delphi (United Plastics Group, Inc. -- Monterrey Plant)

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Date Proofe	Delivered	30 00	20-04-03	20-000-02	28-28p-03	28-Sep-05	28-Sep-05	28-Sep-05	28-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	29-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Sep-05	30-Seo-05	30-Sep-05	30-Sep-05
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Quantity of Dollar Value	of Goods	\$122,04	SQ7 R3	\$85.4d	£72.63	\$10.05 50 The 50	\$2,572,30	\$761.15	\$51.60	\$122.04	\$97.63	\$85.14	\$76.63	\$2,572,30	\$761.15	\$51.60	\$1,024.02	\$122.04	\$97.63	\$97.63	\$85.14	\$85.14	\$76.63	\$76.63	\$2,572.30	\$2,572,30	\$809.68	\$761.15	\$51.60	\$51.60	\$801.40	\$623.31
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PAGE 5/14 * RCVD AT 4/10/2006 3:53:10 PM [Central Daylight Time] * SVR:CHI2KRF01/22 * DNIS:4777 * CSID: * DURATION (mm-ss):05-50

30-Sep-05	28004015*SJB BOTTOM COVER	416	\$712,36	113391	550076763	30.Sep.05	\$
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3-Oct-05	280040157S.IB BOTTON COVICO	1 67 6	7.404.24	70467	2200/0163	3-04-05	FOB UPG Montemay (#
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5-Oct-05	122148EFFCOVER ANT SMALL	0 000	67: J.	4900	220072390	50405	FOB UPG Montamay (4)
5-Oct-05	122148547655 BATTENNIA CIL	9	\$65.14	113594	550075390	5-Oct-05	FOB UPG Montenney 64
50405		324	\$78.63	113594	550075390	5-Oct-05	FOR LIPC Mordanson (4)
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60-b)-c	12213585"ANTENNA COVER	735	\$86,00	113594	550075390	7 O 4 O 4	Separation of the separation o
- CCCCCC	28004015"SJB BOTTOM COVER	1872	\$3,205,61	113503	550076462	2000	TOB OF G Manteney 7
6-04-05	20009608FSJB TOP COVER	1728	\$2.577.30	113675	550078462	50 to 0	FOB-UPG Montaney to
7-0ct-05	12202998°COVER ANTENNA	CSS.	£420.04	40,000	2000/07/09	4-Ca-63	FOB UPG Montarrey ¹⁹
7-04-05	12202998°COVER ANTENNA	\$ 5	#122.04 F40.50	13721	0686/0066	7-0ct-05	FOB UPG Montamey (d
7-04-05	12202996*CASE ANTENNA	200	90.046	113/22	550075380	7-004-05	FOB UPG Mantemey ¹³
7-Oct-05	12202996°C ASE ANTENNA	907	287.63	113/21	550075390	7-04-05	FOB UPG Montegray (4)
7-Oct-05	400440660Cotto and const.	897	\$97.63	113722	550075390	7-Oct-05	FOB UPG Montamey (4)
7-Oct-05	ADMINESCOOK TO AND COMMENT	295	\$85.14	113721	550075390	7-Oct-05	FOB LIPG Montemey (4)
70000	TIMBLE HAVE SUBJECT TO THE PROPERTY OF THE PRO	360	\$85.14	113722	550075390	7-Oct-05	FOR HOCKSTON
10 to 0	TZZT4654 CASE ANTENNA SM	324	\$76.63	113721	550075390	7-Oct-05	
100 F	12214854 CASE ANTENNA SM	324	\$76.63	113722	550075390	7-Oct-05	
1-05-0-1 1-05-0-1	28009808*SJB TOP COVER	1728	\$2,572.30%	113720.	550078482	2010	TO SECRETARIES
7-0d-05	16640738*PROTECTOR/RETRACTOR A	1800	C385 58	44.07.00	200000000000000000000000000000000000000		FUE UPG Montemey PA
7-001-05	12206488*FUSE COVER	2240	6764 45./	13723	Loca/nnec	-CG-63	FOB UPG Montamay ⁽⁴⁾
7-Oct-05	1221359574NTENNA CONCO	74.7	\$401.10v	113720	2200/0000	7-04-05	FOB UPG Monterrey (4)
•	122135957ANTENNA COMED	4	\$51.50	113721	550075390	7-Oct-05	FOB UPG Montaney 69
7-0-4-0-5		£.	\$86.00	113722	550075390	7-Oct-05	FOR 102 Montane, (4
2000	School School State BOI FOM COVER	1872	\$3,205.61	113720	550076163	7-0ct-05	FOB UPG Monterray 64
			342,827.19				

⁽a) All parts are plastic injection molded

1 Corporate Center,

Kokomo, Indiana PO Box 9005

a subsidiary of United Plastics Group, Inc. Billing is under the name of United Plastics Group de Mexico S. de R.L. da C.V. (b) United Plastics Group - Monterrey is legally known as United Plastics Group de Maxico S. de R.L. de C.V.

⁽d) We understand from Delyhi that these are taken to Delphi E& DASA in Matamores, Mexico (c) We understand from Delphi that these are taken to Delphi Electronics & Sefety in I

(United Plastics Group, Inc. -- Minneapolis Plant) Reclamation Claim Detail - Delphi

Seconds Mathematical Courties Delian State		Nectamation Claim Detail - Delphi (United Plastics Group, Inc Minneapolis Plant)	im Detail - L Group, Inc.	Jelphi Minn	eapolis	Plant)
10,000 \$ 107.00 10095175 550005317 92822005 10,000 \$ 107.00 10095187 550005317 92822005 10,000 \$ 107.00 10095207 550005317 97302005 10,000 \$ 107.00 10095327 550005317 10/4/2005 10,000 \$ 307.00 10095339 550011491 10/3/2005 107.00 10095339 550011491 10/3/2005 107.00 10095339 550011491 10/3/2005 10	te Goods Delphi Part Number and Natur of Goods Shipped (a)			spoos	Date Goods <u>Delivered</u>	Where Goods <u>Delivered ^(b)</u>
Legal Entity for tovolcing Delphi Automotive 2620 E 38th Street Plant 20 Dept 2095 Anderson in 46013	8-Sep-05 17124746, Plug Cap Red Color 9-Sep-05 17124746, Plug Cap Red Color 5-Sep-05 17124746, Plug Cap Red Color +Oct-05 17124746, Plug Cap Red Color +Oct-05 17124746, Plug Cap Red Color +Oct-05 10489637 Rotor Segment Cap Blue Color	***		50005317 50005317 50005317 50005317 50016317	9/28/2005 9/29/2005 9/30/2005 10/4/2005 10/3/2005	FOB#1 UPG NUTA. Plan FOB#1 UPG NUTA. Plan FOB#1 UPG NUTA. Plan FOB#1 UPG NUTA. Plan FOB#2 UPG NUTA. Plan
	ral Entity for Invoicing FOB #1: phl E & E Mgmt Systems 0 Lexington Ave Box 1790 thester NY 14692-1790	Solcium	OB #2:			

Exhibit B



Monika J. Machen 312.876.7473 mmachen@sonnenschein.com 7800 Sears Tower
233 South Wacker Drive
Chicago, IL 60606-6404
312.876.8000
312.876.7934 fax
www.sonnenschein.com

Chicago
.Kansas City
Los Angeles
New York
San Francisco
Short Hills, N.J.
St. Louis
Washington, D.C.
West Palm Beach

April 21, 2006

VIA FACSIMILE AND FEDERAL EXPRESS

Christina Cattell Re: Delphi Reclamations Mail Code # 483-400-216 5725 Delphi Drive Troy, MI 48098

> Re: Delphi Corporation, Case No. 05-44481 (RDD); United States Bankruptcy Court for the Southern District of New York

> Re: United Plastics Group: Dissent to Statement of Reclamation with Regard to Claim No. 297

Dear Ms. Cattell:

We are in receipt of the Statement of Reclamation of Delphi Corporation ("Delphi") in connection with the reclamation demand submitted by United Plastics Group ("UPG") on October 13, 2005 (the "Reclamation Demand Date"). The Statement of Reclamation indicates that Delphi disputes certain of UPG's reclamation claims (the "Disputed Claims").

Paragraph 2, Section (b)(iv) of that certain Amended Final Order under 11 U.S.C. §§ 362, 502, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for the Treatment of Reclamation Claims (the "Order") requires UPG, as a Dissenting Seller (as such term is defined in the Order) to submit certain information in support of the Disputed Claims. In accordance with the Order, UPG hereby submits (i) its written statement of Dissent and (ii) a copy of the Reclamation Demand and evidence of the date of delivery and receipt of such demand.

Delphi has also requested certain information in connection with the Disputed Claims. Per my discussion with Ms. Kim Rice on April 13, 2005, Delphi objects to the Disputed Claims because the goods at issue were either altered or consumed by the Reclamation Demand Date. As indicated by Delphi on the chart attached to the Statement of Reclamation, Delphi has the necessary documentation and support regarding the Disputed Claims set forth in Paragraph 2,





April 21, 2006 Page 2

Section (b)(iv) of the Order (except as otherwise indicated on the chart). In order to resolve the Disputed Claims, we have requested informal discovery from Delphi (see email from R. Richards to M. Micheli dated Wednesday, April 19, 2006).

Delphi also disputes the validity of five of the Disputed Claims on grounds other than lack of identifiable inventory. A summary of those claims follows:

Invoice Number	Objection	Response
3	Items delivered postpetition	To the extent such items were received postpetition, UPG demands an administrative payment for such amounts. Alternatively, the goods were delivered within the applicable 20-day period prescribed by § 546(c)(1)(B) and the demand was therefore timely.
113532	No documentation	Objection not contested.
113723	No documentation	Documentation attached.
128009	Items delivered postpetition	To the extent such items were received postpetition, UPG demands an administrative payment for such amounts. Alternatively, the goods were delivered within the applicable 20-day period prescribed by § 546(c)(1)(B) and the demand was therefore timely.
10095404	Items delivered postpetition	Payment received; objection not contested.

Please feel free to call or email if you have any questions. I look forward to a prompt resolution of this matter.

Sincerely,

Monika J. Machen

Enclosures

cc: Bill Holbrook, United Plastics Group

Matthew J. Micheli, Skadden Arps, Slate, Meagher & Flom LLP

Kim Rice, Delphi Reclamations



United Plastics Group, Inc. February 21, 2006 Page 5

Reconciled Amount \$10,851.23

AGREEMENT

In accordance with paragraph 2, section (b)(iii) of the Order, United Plastics Group, Inc. agrees to the terms of this Statement.
United Plastics Group, Inc.
_

(signature)	Dated:	
(print or type name)	·	
(print or type title)		

DISAGREEMENT

In accordance with paragraph 2, section (b)(iv) of the Order, United Plastics Group, Inc. disputes the terms of this Statement and encloses the information required by paragraph 2, section (b)(iv) of the Order.

United Plastics Group, Inc.

By: Mille Hollow

(signature)

WILLIAM J. Holbkook

(print or type name)

Ontector of FINANCE (print or type title)

October 13, 2005

Delphi Corporation 5725 Delphi Drive Troy. MI 48098-2815

Attn:

Mr. Robert S. Miller Chief Executive Officer

Mr. R. David Nelson

Vice President Global Supply Management

Gentlemen:

United Plastics Group, Inc. for itself and for its subsidiary companies demands the return of all goods shipped to your company in good faith during the applicable reclamation period established by section 2-702 of the UCC and Section 546(c) of the Bankruptcy Code, including goods shipped under the invoice numbers on the dates indicated on the attached spreadsheets. Individual spreadsheets are attached for each of our three plant locations from which goods were shipped to Delphi and affiliated companies that are subject of the bankruptcy filing. Each spreadsheet is titled "Reclamation Claim Detail - Delphi". Each one of the three spreadsheets has a subtitle identifying which plant location that spreadsheet refers to. These are "United Plastics Group, Inc. - Monterrey Plant", "United Plastics Group - El Paso Plant and "United Plastics Group, Inc. - Minneapolis Plant.

The attachments provide the details for the goods provided including a) the nature of the goods delivered; b) the quantity and dollar value of the goods; c) when the goods were delivered; d) where the goods were delivered; and e) invoice and PO numbers that specifically identify the goods in question. The aggregate value of all goods shipped during the reclamation period is \$89,363,99.

If you have any questions, please contact me at (630) 706-5515.

Sincerely yours.

Richard R. Harris

Chief Operating Officer United Plastics Group, Inc.

CC:

John William Butler, Jr., Esq., John K. Lyons, Esq., Allison Verderber Herriott, Esq. Skadden, Arps, Slate, Meagher & Florn LLP

333 West Wacker Drive Chicago, IL 60606

Attachments

Reclamation Claim Detail - Delphi (United Plastics Group, Inc. -- El Paso plant)

1

Where Goods	Delivered (b)	3	FOR UPG H PASS	FOB UPGEI Paso (4	FOB UPGEI Passo FA	FOE UPGE Pass (#)	FOR IPGE Boss (9	FOR HOGERAND (E)									TOBOTTO THE PASS OF			FOR UPGET Page of		S C C C C C C C C C C C C C C C C C C C	FOR UPGEL Page 4	FOR UPGELPaso F	FOR UPGET Paso	FOB UPGEI Paso FI	FOB UPG EI Paso 4	FOB UPG EI Paso ^{kd}	FOB UPG EI Paso fd	FOB UPG EI Page ⁶⁴	FOR UPG EI Pass #	FOR LIPS H Dess (4	FOR JIEC D PAGE (4)			FOR UPGET Page (4)	
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Dollar Value Invoice#	of Goods	\$547.40	\$547.40	C302 E3	\$200.0Z	\$203.5Z	\$2,425.00	\$2,182.50	\$186.90	\$479.56	\$719.34	\$594.00	\$1,071.00	\$856.80	\$241.20	\$1,593.27	\$1,593.27	\$273.70	\$273.70	\$547.40	\$273.70	\$203.52	\$271.36	\$135.68	\$135.68	\$ 180 50				•	\$186.90	\$186.90	\$373.80	\$186.90	\$186.90	\$1,438.68	
Quantily	of Goods	34,000	34,000	4 800	2000	4,800	10,000	000'6	2,000	2,600	11,400	6,000	15,000	12,000	3,600	6,300	6,300	17,000	17,000	34,000	17,000	4.800	6.400	3.200	3.200	9.00	10.00	10,000	000	2,000	י'ממם	2,000	14,000	2,000	7,000	22,800	
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Reclamation Claim Detail - Delphi (United Plastics Group, Inc. -- Monterrey Plant)

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	Invoice#	of Goods	413204	102001	113204	113204	113204	113203	113203	113204	113239	113239	113239	113239	113238	113238	113239	113238	1130EB	4422EB	113200	113383	113268	113393	113268	113393	113267	113392	113394	113392	113268	113393	113267	113338
	Quantity of Dollar Value	of Goods	\$122,04	\$11.00 \$11.00	20.754	\$85.14	\$76.63	\$2,572.30	\$761.15	\$51.60	\$122.04	\$97.63	\$85.14	\$76.63	\$2,572,30	\$761.15	\$51.60	\$1 024.02	\$122.04	£07 62	£67.63	70.704	485.14	\$85.14	\$76.63	\$76.63	\$2,572.30	\$2,572,30	\$809.68	\$761.15	\$51.60	\$51.60	\$801.40	\$623.31
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PAGE 5/14 * RCVD AT 4/10/2006 3:53:10 PM [Central Daylight Time] * SVR:CHI2KRF01/22 * DNIS:4777 * CSID: * DURATION (mm-ss):05-50

30-Sep-05 Zenoutorsub BOTTOM COVER						
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10000000000000000000000000000000000000	7.34C	24,007.02	113463	550076163	3-04-05 3-04-05	FOB UPG Montenan (4)
	288	\$97.63	113531	550075390	4-Oct-05	FOR HRC Montenes, (4)
100441/36 PRUIECIURIKETRACTORA	1260	\$269.89	113532	550076361	4-04-05	B)
12213035-AMIENNA COVER	441	\$51.60	113531	550075390	4-Oct-05	
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12202996°CASE ANTENNA	228	\$77.29	113594	550075300		FOE UPG Monterray w
12214856*COVER ANT SMALL	360	\$85.14	113594	550075900	300	rus ura Mandaney "
12214854*CASE ANTENNA SM	324	\$728 R3	100001	000010000	200 C	FOB UPG Montanney (4
28009808*SJB TOP COVER	1728		すのいのこ	0866/00cc	5-0ct-05	FOB UPG Mantamay ⁶⁴
12206488°FUSE COVER	074	#Z,572,34	113593	550076163	50465	FOB UPG Montaney F3
12213595*ANTENNA COMED	067	4589.89	113593	550076163	5-Oct-05	FOB UPG Monteney (4)
280040454S 18 BOTTON CONTED	8	\$86.00	113594	550075390	5-04-05	FOB UPG Marterney 6
SECTION OF THE TOP COVER	1872	\$3,205.61	113593	550076163	5-001-05	FOB-UPG Manteney (9
12202008-CONTRACTOR	1728	\$2,572.30	113675	550076163	6-Oct-05	FOB UPG Manterrey 69
12202008*CONED ANTENNA	000	\$122.04	113721	550075390	7-Oct-05	FOB UPG Management FO
1220700GSTASE ANTENNA	120	\$40.68	113722	550075390	7-04-05	FOB UPG Mandenney 19
122020060 CHAR HAI EIGINA	288	\$97.63	113721	550075390	7-Oct-05	FOB UPG Mentermay (4)
ADDA JOSEPH CONTRACTOR OF THE PROPERTY OF THE	288	\$97.63	113722	550075390	7-Oct-05	FOR 1 120 Montes (4)
AND THE SMALL	380	\$85.14	113721	550075390	7-Oct-05	FOR SECTION OF SECTION
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TZZ14654 CASE ANTENNA SM	324	\$76.63	113722	550075390	7-Oct-05	FOR THE SECTION OF TH
ZOURDEGRESTE TOP COVER	1728	\$2,572,30	113720	550076163	7-04-05	
16640738*PROTECTORRETRACTOR A	1800	\$385.56	113723	550078363	7 Oct 06	
12206488*FUSE COVER	2240	\$761.157	113720	550076462	20405	TOB UTA Monteray
12213595"ANTENNA COVER	441	\$64.80	119791	C0101000	5-50-1 1-0-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-	FOB LIPG Monterrey 19
12213595*ANTENNA COVER	735	\$86.00	113721	000000000	7-04-05	FOB UPG Montenay 64
28004015*SJB BOTTOM COVER	1873	20.00	77,01	Desc John Co	7-001-05	FOB LIPG Monterray 14
m-ss):	5	\$42,827.19	113720	550076163	7-0ct-05	FOB UPG Monteney Re

⁽a) All parts are plastic injection molded

1 Corporate Center,

Kokomo, Indiana PO Box 9005

a subsidiary of United Plastics Group, Inc. Billing is under the name of United Plastics Group de Mexico S. de R.L. de C.V. (b) United Plastics Group - Monterrey is legally known as United Plastiks Group de Maxico S. de R.L. de C.V.

⁽c) We understand from Delphi that these are taken to Delphi Electronics & Safety in I

⁽d) We understand from Delphi that these are taken to Delphi E & DASA in Matamoros, Mexico

(United Plastics Group, Inc. - Minneapolis Plant) Reclamation Claim Detail - Delphi

* 56100 km //////		Reclam (United	ation Cla Plastics	ıim Detai Group, I	Reclamation Claim Detail - Delphi (United Plastics Group, Inc. – Minneapolis Plant)	reapolis	Plant)
Data Goods Shipped UPG	Delphi Part Number and Nature of Goods Shipped (a)	Quantity of Goods	Dollar Value of Goods	Invoice # of Goods	PO#of	Date Goods <u>Delivered</u>	Where Goods Delivered (b)
28-Sep-05 29-Sep-05 30-Sep-05 30-Sep-05 4-Oct-05 6-Oct-05 3-Oct-05	28-Sep-05 17124746, Plug Cap Red Color 10,000 \$ 107.00 10095175 550005317 55	10,000 10,000 10,000 10,000 10,000	\$ 107.00 \$ 107.00 \$ 107.00 \$ 107.00 \$ 107.00 \$ 307.00	10095175 10095187 10095207 10095401 10095339	550005317 550005317 550005317 550005317 550005317	9/28/2005 9/29/2005 9/30/2005 10/4/2005 10/6/2005	FOB #1 UPG Minn. Plant FOB #1 UPG Minn. Plant FOB #1 UPG Minn. Plant FOB #1 UPG Minn. Plant FOB #2 UPG Minn. Plant FOB #2 UPG Minn. Plant
Legal Entity Delphi E & E 1060 Lexingt >O Box 1730	for Invoicing FOB #1: Mgmt Systems on Ave f 14692-1790	Legal Entity f Delphi Autom 2620 E 38th S Plant 20 Dept Anderson In 4	or Involcing Fortive treet 2095 16013	.0B #2:			
a) All parts are: b) United Plastic Billing is done	plastic injection molded S Group - Minneapolis is legally known as Precisk s under the name United Plastics Group	on Engineering Co. whic	h is a subsidiary o	of United Plastics (iroup, inc.	,	

TRANSMISSION	VERIFICATION	REPORT
THO THE COLUMN	ACIVE TOWITOIA	NEI ON I

TIME : 10/13/2005 16:06 NAME :

FAX

TEL : SER.# : BROJ2J686370

DATE, TIME FAX NO. /NAME DURATION PAGE (S) RESULT MODE 10/13 16:03 912488132499 00:02:17 07 OK STANDARD

United Plastics Group, Inc.

1420 Kensington Road, Suite 209 Oak Brook, IL 60523 Ph: 630-706-5500 Fax: 630-706-5510

Fax Transmission

Number of Pages (including cover sheet):

To: Mr. R. David Nelson Fax#: (248) 813-2499

From: Mr. Richard Harris Phone #: (636) 706-5515

Notes: Reclamation Claim

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rage 1 or 1

From: Origin tD: (630)706-5524 Tens Miles United Plastics Group, Inc. 1420 Kensington Road **Suite 209** Oak Brook, R. 60523



BILL SENDER

Ship Date: 13OCT05 ActWgf; 1 LB System#: 8077623/INET2300 Account: S

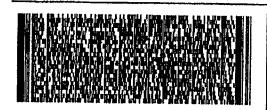
Delivery Address Bar Code

SHIP TO: (312)407-0700

John William Butler, Jr.

Skadden, Arps, Slate, Meagher, Flom 333 West Wacker Drive

Chicago, IL 60606



PRIORITY OVERNIGHT

7901 8680 7138

FRI Deliver By: 14OCT05

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60606 -IL-US



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Page 1 of 1

From: Origin ID: (630)706-5524 Tena Miles United Plastics Group, Inc. 1420 Kensington Road Suite 209 Oak Brook, R. 60523



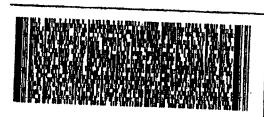
Ship Date: 130CT05 ActWgt: 1 LB System#: 8077523/INET2300 Accountif: S ********

REF:

SHP TO: (248)813-2000 R. David Nelson Delphi Corporation 5725 Delphi Drive

BILL SENDER

Troy, MI 480982815



PRIORITY OVERNIGHT

Delivery Address Bar Code

7925 5309 7560 TRK#

FRI Deliver By: 14OCT05

DTW A2

48098 -MI-US



05-44481-rdd Doc 12271-2 Filed 01/18/08 Entered 01/18/08 15:33:14 Pg 24 of 26

Machen, Monika J.

From:

Richards, Robert E.

Sent:

Wednesday, April 19, 2006 11:10 AM

To:

'mmicheli@skadden.com'

Cc:

'jlyons@skadden.com'; 'aherriott@skadden.com'; Machen, Monika J.; Labuda Jr., Thomas A.

Subject:

Delphi - Reclamation - United Plastics Group

We require documents establishing the Debtors' defenses, in particular the asserted defense that certain inventory was not identifiable or was sold when the reclamation demand was received and dispute such defenses pending such proof and examination of the same. Per our agreement, in lieu of formal discovery, we agreed that the Debtors would provide informal discovery such as inventory records. We reserve the right to take formal discovery in the future if the informal discovery proves insufficient.

If there are other specific disputes on UPG's reclamation claim, my colleague Monika Machen will correspond directly with you on those.

Robert E. Richards SONNENSCHEIN NATH & ROSENTHAL, LLP 8000 Sears Tower Chicago, Illinois 60606

Direct Line: (312) 876-7396 Facsimile: (312) 876-7934 Cell Phone: (630) 235-2470

Email/Blackberry: rrichards@sonnenschein.com

35409 5640738 PROTECTOR/RETRACTOR A ICKING SLIP# 104212

TAL NET

nte No.

TAL TAX

TAL INVOICE (United States Dollar

LA REPRODUCCION NO AUTORIZADA
DE ESTE COMPROBANTE
CONSTITUYE UN DELITO EN LOS
TERMINOS DE LAS DISPOSICIONES
FISCALES.

. Miprego por: Formar "Witelioentes, s.l. de o.v., Bouvux 2013 fracc, desarrollo l'ús torres di Tels. 01.650.10, 19.00 (Distributer), v.l., Menco, R.F.G. Finsdern éco, Fechi de McCuiscon en la migra de

POR ESTE PAGARE ME OBLIGO À PAGAR INCONDICIONALMENTE A LA ORDEN DE UNITED PLÀSTICS GROUP DE MÉXICO, S.DE R.L. DE C.V. LA CANTIDAD QUE APAREGE COMO VALOR TOTAL

VALOR TOTAL

SUS

0.00

385.56

SELLO Y FIRMA AUTORIZADA DEL CLIENTE



R.F.C. UPG-810610-QKA

